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Attorneys for Defendant Darryl A. Goldstein

FEB 08 2008

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

----- X
 SECURITIES AND EXCHANGE COMMISSION, :
 :
 Plaintiff, :
 :
 v. : No. 07-cv-11275 (JGK/JCF)
 :
 DARRYL A. GOLDSTEIN and :
 CHRISTOPHER L. O'DONNELL, :
 :
 Defendants. :
 ----- X

FILED
 02-08-2008
 10:15 AM
 JGK/JCF

**NOTICE OF MOTION FOR *PRO HAC VICE* ADMISSION
OF WINIFRED M. WEITSEN, ESQ.**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Lawrence H. Cooke, II ("Movant"), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States District Court for the Southern District of New York, and a partner of the law firm of Venable LLP, hereby moves this Court to enter an Order permitting the admission *pro hac vice* of Winifred M. Weitsen, an associate with the law firm of Venable LLP, to practice *pro hac vice* before the United States District Court for the Southern District of New York to represent Defendant Darryl A. Goldstein in the above-captioned matter.

Dated: New York, New York
February 8, 2008

Respectfully submitted,

A handwritten signature in cursive script, reading "Lawrence H. Cooke, II", is written over a horizontal line.

Lawrence H. Cooke, II (LC8884)

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The Chrysler Building

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Counsel for Defendant Darryl A. Goldstein

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 Telephone: (212) 307-5500
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Attorneys for Defendant Darryl A. Goldstein

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES AND EXCHANGE COMMISSION,	:	No. 07-cv-11275 (JGK/JCF)
	:	
Plaintiff,	:	
	:	DECLARATION OF
	:	LAWRENCE H. COOKE, II IN
	:	SUPPORT OF PRO HAC VICE
	:	ADMISSION OF WINIFRED M.
	:	WEITSEN, ESQ.
	:	
v.	:	
DARRYL A. GOLDSTEIN and	:	
CHRISTOPHER L. O'DONNELL,	:	
	:	
Defendants.	:	
-----	X	

LAWRENCE H. COOKE, II, a member in good standing of the bar of the State of New York as well as the United States District Court for the Southern District of New York, hereby deposes and says as follows:

1. Ms. Weitsen is an associate of the law firm of Venable LLP, which maintains offices at Terrell Place, 575 7th Street, N.W., Washington, D.C. 2004 (telephone 202-344-8224; facsimile 202-344-8300; e-mail wmweitsen@venable.com).
2. Ms. Weitsen is and has been a member in good standing of the bars of Ohio and the District of Columbia. (Attached to Declaration of Winifred M. Weitsen, Esq., as Exhibits A and B, are current certificates of good standing from the Supreme Court of Ohio and the District of Columbia Court of Appeals.) Ms. Weitsen is duly licensed to practice before all the courts of Ohio and the District of Columbia.

3. Ms. Weitsen has never been held in contempt of court, nor has she ever been censured, suspended or disbarred by any court.
4. Ms. Weitsen has read and is familiar with (a) the provisions of the Judicial Code (Title 28 U.S.C.) that pertain to the jurisdiction of, and practice in, the United States District Courts; (b) the Federal Rules of Civil Procedure; (c) the Federal Rules of Evidence; (d) the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York; (e) the New York State Lawyer's Code of Professional Responsibility as adopted from time to time by the Appellate Divisions of the State of New York; and (f) the Code of Professional Responsibility of the American Bar Association.
5. If admitted to practice before this Court, Ms. Weitsen will faithfully adhere to all rules applicable to her conduct in connection with her activities representing Darryl A. Goldstein in this matter.
6. No prior motion to admit Ms. Weitsen has been made in this matter.
7. Ms. Weitsen agrees to pay the fee of \$25.00 upon approval by this Court admitting Ms. Weitsen to practice *pro hac vice*.

Therefore, Movant respectfully requests that for the foregoing reasons, this Court enter an Order permitting Winifred M. Weitsen, Esq. to appear as counsel for Defendant Darryl A. Goldstein *pro hac vice* in the above-captioned matter.

Dated: New York, New York
February 8, 2008

Respectfully submitted,



Lawrence H. Cooke, II (LC8884)

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Counsel for Defendant

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 Telephone: (212) 307-5500
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Attorneys for Defendant Darryl A. Goldstein

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES AND EXCHANGE COMMISSION,	:	
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Plaintiff,	:	
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v.	:	No. 07-cv-11275 (JGK/JCF)
	:	
DARRYL A. GOLDSTEIN and	:	
CHRISTOPHER L. O'DONNELL,	:	
	:	
Defendants.	:	
-----	X	

**DECLARATION OF WINIFRED M. WEITSEN, ESQ.
 IN SUPPORT OF MOTION FOR *PRO HAC VICE* ADMISSION**

I, Winifred M. Weitsen, Esq., hereby declare:

1. I am an associate with the law firm of Venable LLP, which maintains offices at Terrell Place, 575 7th Street, N.W., Washington, D.C. 2004 (telephone 202-344-8224; facsimile 202-344-8300; e-mail wmweitsen@venable.com).
2. I am and have been a member in good standing of the bars of Ohio and the District of Columbia. Attached hereto as Exhibits A and B are current Certificates of Good Standing by the Supreme Court of Ohio and the District of Columbia Court of Appeals. I am duly licensed to practice before all the courts of Ohio and the District of Columbia.
3. I have never been held in contempt of court, nor have I ever been censured, suspended or disbarred by any court.

4. I have read and am familiar with (a) the provisions of the Judicial Code (Title 28 U.S.C.), which pertains to the jurisdiction of, and practice in, the United States District Courts; (b) the Federal Rules of Civil Procedure; (c) the Federal Rules of Evidence; (d) the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York; (e) the New York State Lawyer's Code of Professional Responsibility as adopted from time to time by the Appellate Divisions of the State of New York; and (f) the Code of Professional Responsibility of the American Bar Association.
5. If admitted to practice before the Court, I will faithfully adhere to all rules applicable to my conduct in connection with my activities representing Darryl A. Goldstein in this matter.
6. No prior motion to admit me has been made in this matter.
7. I agree to pay the fee of \$25.00 upon approval by the Court admitting me to practice *pro hac vice*.
8. I respectfully submit to the Court that I meet all of the requirements for *pro hac vice* admission to practice before the Court in this matter and, for all of the foregoing reasons, should be so admitted to be able to represent Darryl A. Goldstein in this matter.
9. I declare under the penalty of perjury under the laws of the United States of America, and pursuant to Fed. R. Civ. P. 11, that the foregoing is true and correct.

Dated: Washington, D.C.
February 1, 2008


Winifred M. Weitsen

The Supreme Court of Ohio

C E R T I F I C A T E

I, SUSAN B. CHRISTOFF, Director of the Attorney Services Division of the Supreme Court of Ohio, do hereby certify that I am the custodian of the records of the Office of Attorney Services of the Supreme Court and that the Attorney Services Division is responsible for reviewing Court records to determine the status of Ohio attorneys. I further certify that, having fulfilled all of the requirements for admission to the practice of law in Ohio,

Winifred Marie Weitsen

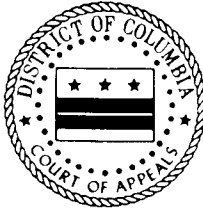
was admitted to the practice of law in Ohio on November 20, 2000; has registered as an active attorney pursuant to the Supreme Court Rules for the Government of the Bar of Ohio; is in good standing with the Supreme Court of Ohio; and is entitled to practice law in this state.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed the seal of the Supreme Court, this 10th day of January, 2008.

SUSAN B. CHRISTOFF

Director, Attorney Services Division


Gail Moore
Attorney Registration Specialist



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

WINIFRED M. WEITSEN

was on the 4th day of October, 2002

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on January
31, 2008.

GARLAND PINKSTON, JR., CLERK

By: *M. Chade*
Deputy Clerk

Lawrence H. Cooke, II
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Telephone: (212) 307-5500
Facsimile: (212) 307-5598
Attorneys for Defendant Darryl A. Goldstein

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES AND EXCHANGE COMMISSION,	:	
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Plaintiff,	:	
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v.	:	No. 07-cv-11275 (JGK/JCF)
	:	
DARRYL A. GOLDSTEIN and	:	
CHRISTOPHER L. O'DONNELL,	:	
	:	
Defendants.	:	
-----	X	

**PROPOSED ORDER GRANTING MOTION FOR
PRO HAC VICE ADMISSION OF WINIFRED M. WEITSEN, ESQ.**

This matter having come before the court on the application of Winifred M. Weitsen, counsel for Darryl A. Goldstein, to practice before this Court *pro hac vice*, in representing Defendant Darryl A. Goldstein, and the Court having reviewed these pleadings and being fully advised thereon:

IT IS HEREBY ORDERED that motion should be and hereby is GRANTED, and Winifred M. Weitsen is hereby admitted *pro hac vice* before this Court on this matter.

SO ORDERED.

Dated: February ___, 2008.

The Honorable John G. Koeltl
UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 8~~th~~ day of February 2008, a true and complete copy of the foregoing *Motion for Pro Hac Vice Admission of Winifred M. Weitsen, Esq., Declaration of Winifred M. Weitsen, Esq. in Support of Pro Hac Vice Admission, and proposed Order* was served by first-class mail, postage pre-paid, on the following:

Christopher R. Conte, Esquire
Mark J. Kreitman, Esquire
Jordan A. Thomas, Esquire
U.S. Securities & Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Robert B. Blackburn, Esquire
U.S. Securities & Exchange Commission
3 World Financial Center
Room 4300
New York, NY 10281



Doreen S. Martin (DS5870)